

EXHIBIT S

Barnhart, Kristen

From: Bender, John
Sent: Monday, September 9, 2024 6:02 PM
To: Tarek Mercho; Yates, Andrew G.; Fox, Gregory; Lovejoy, Jack; Jay Kornfeld
Cc: Michael K. Rhodes; McCurdy, Devon
Subject: RE: First Fed Misconduct - Prompt Attention Needed

All, just sending a recap of our call:

--We addressed the pending motion to consolidate the separate cases started by First Fed in King County Superior Court against two borrower/investors (Tyler Sadek in June 2024 and Kwansoo Lee in September 2024) and the group lawsuit (which includes the Lee and Sadek parties) that was filed and served by our office on Friday. We asked whether First Fed would object to consolidation, and First Fed's counsel said they were reviewing and would get back to us. We look forward to hearing from you.

--We addressed our position that because the related parties are already joined in lawsuits pending in King County Superior Court – i.e. those lawsuits have been both filed and served – that the disputes between the investors and First Fed should be resolved in state court to promote judicial economy. First Fed's counsel indicated that at this time its position was the “inverse” of ours, and that the proceedings in King County should be stayed while the proceedings in federal court go forward. We asked First Fed to share any authority supporting its position that the King County actions should be stayed under these circumstances, i.e. where, among other things, the actions in state court have all been filed and served and discovery has now commenced, which we have been unable to find. First Fed indicated it had such authority, but that it would not provide that authority to counsel even though its possible it could expedite the forum dispute. We will follow up with a few of the relevant cases we were able to find.

--We brought up service issues. First Fed's counsel confirmed they would accept service over email for First Fed and its personnel—including the deposition and document subpoena our office issued for First Fed's Kasi O'Leary today. Although we were not asked, we are happy to accept service on behalf of our clients and, in light of the events of Saturday involving Basant Kumar, at this point insist on it.

--We brought up the recently uncovered efforts by First Fed to reach out directly to our clients about matters relating to this litigation and settlement without counsel's consent or knowledge. First Fed's counsel confirmed that this was not done with their knowledge or instruction. They agreed to pass along to First Fed that all communications of this type will need to go through counsel. First Fed's counsel confirmed that First Fed has not undergone settlement negotiations with our clients.

We appreciate you getting on the phone with us this afternoon about these cases and we look forward to working with you to ensure they are handled as efficiently as possible.

Please let us know if your clients will stipulate to consolidation of the actions in King County.

Please also note that the deposition of Kasi O'Leary set forth in the subpoena was scheduled for October 25. If another date around that time works better for you or the witness, please let us know and we will be happy to work with you.

Thanks.

From: Bender, John <jbender@corrchronin.com>
Sent: Monday, September 9, 2024 11:18 AM

To: Tarek Mercho <tk@msfirm.law>; Yates, Andrew G. <YatesA@LanePowell.com>; Fox, Gregory <FoxG@LanePowell.com>; Lovejoy, Jack <jlovejoy@corrchronin.com>; Jay Kornfeld <jkornfeld@bskd.com>
Cc: Michael K. Rhodes <mrhodes@mixsanders.com>; McCurdy, Devon <McCurdyD@LanePowell.com>
Subject: Re: First Fed Misconduct - Prompt Attention Needed

We can make that work if it works for First Fed's counsel.

John

Sent from my iPhone

From: Tarek Mercho <tk@msfirm.law>
Sent: Monday, September 9, 2024 11:09:17 AM
To: Yates, Andrew G. <YatesA@LanePowell.com>; Bender, John <jbender@corrchronin.com>; Fox, Gregory <FoxG@LanePowell.com>; Lovejoy, Jack <jlovejoy@corrchronin.com>; Jay Kornfeld <jkornfeld@bskd.com>
Cc: Michael K. Rhodes <mrhodes@mixsanders.com>; McCurdy, Devon <McCurdyD@LanePowell.com>
Subject: RE: First Fed Misconduct - Prompt Attention Needed

Apologies I am not available at that time. Is 4:30pm PST acceptable...



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From: Yates, Andrew G. <YatesA@LanePowell.com>
Sent: Sunday, September 8, 2024 10:59 PM
To: Bender, John <jbender@corrchronin.com>; Fox, Gregory <FoxG@LanePowell.com>; Lovejoy, Jack <jlovejoy@corrchronin.com>; Jay Kornfeld <jkornfeld@bskd.com>
Cc: Tarek Mercho <tk@msfirm.law>; Michael K. Rhodes <mrhodes@mixsanders.com>; McCurdy, Devon <McCurdyD@LanePowell.com>
Subject: RE: First Fed Misconduct - Prompt Attention Needed

John, I've been out of cell service most of the day. I can talk with you tomorrow, but not until 3pm. We disagree with your perspective on the various issues discussed in your email, but we do share your desire to work through them in a professional manner.

Andy



ANDREW G. YATES

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From: Bender, John <jbender@corrchronin.com>

Sent: Sunday, September 8, 2024 2:00 PM

To: Fox, Gregory <FoxG@LanePowell.com>; Yates, Andrew G. <YatesA@LanePowell.com>; Lovejoy, Jack <jlovejoy@corrchronin.com>; Jay Kornfeld <jkornfeld@bskd.com>

Cc: Tarek Mercho <tk@msfirm.law>; Michael K. Rhodes <mrhodes@mixsanders.com>

Subject: Re: First Fed Misconduct - Prompt Attention Needed

All, so the record is clear, I'm clarifying this paragraph by replacing the term "agreed" with the term "decided" to avoid any misinterpretation:

Despite First Fed's aggressive and improper course of conduct in these proceedings, we maintain the proposal we relayed to you directly in early August, when we decided to voluntarily dismiss our claims without prejudice to allow for a "cooling off period" that would enable the parties to have substantive settlement discussions.

Thx,

John

Sent from my iPhone

From: Bender, John <jbender@corrchronin.com>

Sent: Sunday, September 8, 2024 1:08 PM

To: Fox, Gregory <FoxG@LanePowell.com>; Yates, Andrew G. <YatesA@LanePowell.com>; Lovejoy, Jack <jlovejoy@corrchronin.com>; Jay Kornfeld <jkornfeld@bskd.com>

Cc: Tarek Mercho <tk@msfirm.law>; Michael K. Rhodes <mrhodes@mixsanders.com>

Subject: First Fed Misconduct - Prompt Attention Needed

Greg and Andrew, it has come to our attention that First Fed, through repeated ex parte contact, induced our client, Basant Kumar, to sign the attached document despite the fact that First Fed knows he is represented by counsel.

This all appears to have occurred in the context of discussions initiated by First Fed in which Basant offered to bring his loan payments current despite the financial hardship he is in so that First Fed would not take legal action against him.

We assume you knew nothing about this, but please correct us if we're wrong. I don't think anyone would need to explain the unfairness and deceptiveness of this situation, or why the purported release that was apparently snuck into the document is clearly ineffective.

We are also puzzled by First Fed's conduct with respect to its apparent effort to commence a declaratory judgment action in federal court against Basant, especially since, as you know, we just *filed and served* a Complaint in King County Superior Court on September 6, 2024 in BLC Water Company et al v. First Fed et al. As you know, this action

was commenced shortly after First Fed filed and served its own action in King County Superior Court against another one of our similarly situated clients, Kwansoo Lee, which we also answered on Friday.

In fact, Basant just called me. He said there was a man at his door who refused to leave and repeatedly raised his voice. The same gentleman apparently harassed Basant and his family for the past 24 hours, frightening Basant's wife and their young children by repeatedly banging on the door as if he were the police. Basant called me and I instructed the gentleman that he was scaring Basant and his family and I instructed him to leave immediately and to call me to arrange service of whatever he was attempting to serve. I also instructed him that his refusal to follow my instructions would be used against whomever hired him. It appears that he was hired by your law firm or First Fed. Basant is currently filing a police report regarding these interactions. Please advise of the gentleman's name and contact information so we can relay that to the police.

Your client's apparent effort to commence an overlapping (and preemptive) federal case is improper on its face—but it is all the more improper after the King County Superior Court actions referenced above were filed and served last week (consistent with the disputed loan agreement's venue language)—thereby vesting the King County court with exclusive jurisdiction of the matter. Please confirm you will dismiss the federal case you appear to be trying to serve on Basant by noon on Monday.

Despite First Fed's aggressive and improper course of conduct in these proceedings, we maintain the proposal we relayed to you directly in early August, when we agreed to voluntarily dismiss our claims without prejudice to allow for a "cooling off period" that would enable the parties to have substantive settlement discussions.

Thank you for your prompt attention to this. We hope you'll instruct your clients to stand down on any further abusive conduct. We'd propose having a call at 1:00 p.m. on Monday to work through these issues in a professional manner.

John

John T. Bender | Partner

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